

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588



VIA UPS 2nd DAY AIR

May 5, 2005

RECORDATION NO. 25577 FILED

MAY 10 '05 12:41 PM

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated March 3, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Weyerhaeuser Company
33663 Weyerhaeuser Way,
M.S. CH1L35
Federal Way, WA 98003

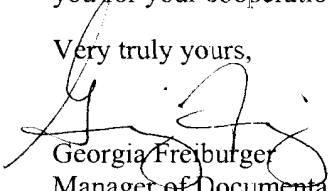
A description of the railroad equipment covered by the enclosed document is thirty-three (33) 4397 cu. ft., boxcars, with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(WEYH003)

RECORDATION NO. 25577 FILED

ASSGN. NO.: WEYH003

MAY 10 '05 12:41 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

3rd THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of March, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Weyerhaeuser Company ("Lessee"), a Washington corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 3, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 1, 2004, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: PICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Theresa Catapano

Name: THERESA CATAPANO

Title: MGR. OF DOCUMENTATION Executed on this 3rd day of MARCH, 2005

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

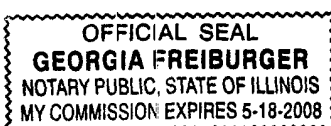
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of March, 2005

Georgia Freiburger
Notary Public

Commission Expires:

5-2008
(Notary Public)



LESSEE:

WEYERHAEUSER COMPANY

ATTEST:

By: Dale King

Name: DALE KING

Title: DIRECTOR OF RAIL SERVICES

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF WASHINGTON

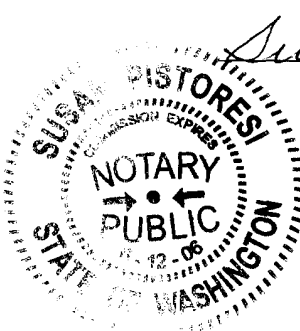
COUNTY OF KING

I, Susan Pistorresi, a Notary Public of the County and State
aforesaid, certify that Dale King personally appeared
before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of February, 2005.

Commission Expires:

June 12, 2006
(Notary Public)



Susan Pistorresi
Notary Public

EXHIBIT A

To

MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Thirty-three (33)
- II. DESCRIPTION OF CARS: 100-ton, all door Boxcars, 4397 cu. ft. capacity, loading to
263,000 lbs.
- III. CAR NUMBERS:

FURX 504779	FURX 504826
FURX 504782	FURX 504827
FURX 504785	FURX 504828
FURX 504786	FURX 504851
FURX 504787	FURX 504855
FURX 504805	FURX 504856
FURX 504806	FURX 504859
FURX 504807	FURX 504860
FURX 504808	FURX 504861
FURX 504810	FURX 504862
FURX 504812	FURX 504864
FURX 504813	FURX 504865
FURX 504814	FURX 504866
FURX 504816	FURX 504904
FURX 504818	FURX 504905
FURX 504820	FURX 504906
FURX 504825	Count: 33